

# EXHIBIT E

to

## **PLAINTIFFS' RESPONSE TO DEFENDANTS' MOTION FOR SUMMARY JUDGMENT**

**Civil Action No.: 1:10-cv-00986-JFA**

*Medical Staff Bylaws*

**AIKEN REGIONAL MEDICAL CENTERS  
MEDICAL STAFF BYLAWS**

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MEDICAL STAFF BYLAWS**

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## ARTICLE 1

### GENERAL

#### 1.A: DEFINITIONS

The following definitions shall apply to terms used in these Bylaws and related policies and manuals:

- (1) "BOARD" means the Board of Governors of the Medical Center, which has the overall responsibility for the Medical Center, or its designated committee.
- (2) "CHIEF EXECUTIVE OFFICER" means the individual employed to act on behalf of the Board in the overall management of the Medical Center.
- (3) "CLINICAL PRIVILEGES" means the authorization granted by the Board to render specific patient care services.
- (4) "CONSULT" means a request by a member of the Medical Staff for evaluation and/or assessment by another member of the Medical Staff for a hospital inpatient.
- (5) "CREDENTIALING POLICY" means the Medical Center's Medical Staff Credentialing Policy.
- (6) "DAYS" means calendar days.
- (7) "HOSPITAL-BASED PHYSICIANS" includes radiologists, pathologists, emergency medicine practitioners, and anesthesiologists.
- (8) "MEDICAL CENTER" means Aiken Regional Medical Centers.
- (9) "MEDICAL EXECUTIVE COMMITTEE" means the Executive Committee of the Medical Staff.

- (10) "MEDICAL STAFF" means all physicians and oral surgeons who have been appointed to the Medical Staff by the Board.
- (11) "MEMBER" means a physician or oral surgeon who has been granted medical staff appointment and clinical privileges by the Board to practice at the Medical Center.
- (12) "NOTICE" means written communication by regular U.S. mail, e-mail, facsimile, Medical Center mail, or hand delivery.
- (13) "PATIENT CONTACT" includes any admission, consultation, procedure, response to emergency call, evaluation, treatment, laboratory test, or service performed in any facility operated by the Medical Center or affiliate, including outpatient facilities.
- (14) "PHYSICIAN" includes doctors of medicine ("M.D.s"), doctors of osteopathy ("D.O.s") and Oral Surgeons.
- (15) "SPECIAL NOTICE" means hand delivery, certified mail, return receipt requested or overnight delivery service providing receipt.

#### 1.B: TIME LIMITS

Time limits referred to in these Bylaws are advisory only and are not mandatory, unless it is expressly stated that a particular right is waived by failing to take action within a specified period.

#### 1.C: DELEGATION OF FUNCTIONS

When a function is to be carried out by a person or committee, the person, or the committee through its chairperson, may delegate performance of the function to one or more qualified designees.

## ARTICLE 2

### CATEGORIES OF THE MEDICAL STAFF

#### 2.A: APPOINTMENT TO THE MEDICAL STAFF

- (1) Qualifications and conditions for appointment to the Medical Staff are outlined in the Credentialing Policy. The qualifications for appointment to the specific categories of the Medical Staff are outlined below.
- (2) All appointments to the Medical Staff shall be made by the Board to one of the following staff categories: Active, Affiliate, Courtesy, Teleradiology, and Honorary. Except as otherwise provided, only those individuals who satisfy the qualifications and conditions contained in the Credentialing Policy are eligible to apply for appointment to the Medical Staff.
- (3) The qualifications, prerogatives and responsibilities set forth below are general in nature and may be subject to revision or modification by the Medical Executive Committee with approval by the Board.

#### 2.B: ACTIVE STAFF

##### 2.B.1. Qualifications:

The Active Staff shall consist of members who:

- (a) satisfy the qualifications and conditions for appointment to the Medical Staff contained in the Credentialing Policy; and
- (b) have a minimum of 25 patient contacts at the Medical Center each year, or are hospital-based physicians.

2.B.2. Prerogatives and Responsibilities:

Active Staff members:

- (a) may serve on committees;
- (b) may vote at medical staff and applicable department and committee meetings;
- (c) may hold office and may serve as chairperson of a department or a committee;
- (d) are entitled to priority scheduling for non-emergency/elective patients for the operating room and outpatient services; and
- (e) shall have a right to request an opportunity to meet with the Medical Executive Committee to address a matter of concern to the member. Such a request must be in writing addressed to the Chief of Staff and shall not be unreasonably denied.

- (B) Members of the Active Staff who are at least 60 years of age or who have served on the Active Staff for at least 20 years may request that they be removed from emergency service and other rotational obligations. The department chairperson, based on need, shall recommend to the Medical Executive Committee whether to grant these requests. The Medical Executive Committee shall consider these requests and recommend action to the Board.

2.C: AFFILIATE STAFF

2.C.1. Qualifications:

The Affiliate Staff shall consist of members who:

- (a) desire to be associated with, but who do not intend to practice at, the Medical Center. The primary purpose of the Affiliate Staff is to promote professional and educational opportunities, including continuing medical education, and to permit these individuals access to Medical Center services for their patients by referrals to members of the Active Staff; and
- (b) satisfy the qualifications for appointment to the Medical Staff contained in the Credentialing Policy, but are exempt from Section 2.A.1 (c), (i), and (j).

2.C.2. Prerogatives and Responsibilities:

- (a) Members of the Affiliate Staff:
  - (1) may attend meetings of the Medical Staff (without vote) and department (without vote);
  - (2) may be assigned to special committees (with vote);
  - (3) may attend educational programs of the Medical Staff and the Medical Center;
  - (4) may refer patients to the Medical Center, but are expected to coordinate the transfer of patients to a member of the Medical Staff in such a way as to facilitate continuity of care;
  - (5) may visit their patients when hospitalized and review their medical records, but may not write orders or make medical record entries or actively participate in the provision or management of care to patients;
  - (6) are permitted to use the Medical Center's diagnostic facilities;and

- (7) are not granted clinical privileges and may not admit or treat patients at the Medical Center.
- (b) The grant of appointment as an Affiliate Staff member is a courtesy only, which may be terminated by the Board upon recommendation of the Medical Executive Committee, without rights to the hearing or appeal procedures set forth in the Credentialing Policy.

## 2.D: COURTESY STAFF

### 2.D.1. Qualifications:

- (a) The Courtesy Staff shall consist of members who:
  - (1) satisfy the qualifications and conditions for appointment to the Medical Staff contained in the Credentialing Policy; and
  - (2) are involved in more than five patient contacts but fewer than 25 patient contacts per year.
- (b) At reappointment, Courtesy Staff members may be required to provide information in order to perform an appropriate evaluation of qualifications, including, but not limited to, information from another hospital, the individual's office practice, managed care organizations and/or referring/referred-to physicians.

### 2.D.2. Prerogatives and Responsibilities:

Courtesy Staff members:

- (a) may attend meetings of the Medical Staff (without vote) and applicable department (without vote) and committee (with vote);
- (b) may not hold office or serve as chairperson of a department or committee;

- (c) are excused from emergency call and care of unassigned patients unless otherwise determined by the Medical Executive Committee in consultation with the department chairperson; and
- (d) shall cooperate in the peer review and performance improvement process.

## 2.E: HONORARY STAFF

### 2.E.1. Qualifications:

The Honorary Staff shall consist of practitioners who are recognized for outstanding or noteworthy contributions to the medical sciences, or have a record of previous long-standing service to the Medical Center, and have retired, in good standing, from the active practice of medicine.

### 2.E.2. Prerogatives and Responsibilities:

Honorary Staff members:

- (a) do not have clinical privileges and therefore are not permitted to consult, admit or attend to patients;
- (b) may attend meetings of the Medical Staff (without vote) and applicable department (without vote) meetings;
- (c) may be appointed to committees (with vote); and
- (d) may not hold office or serve as a chairperson of any department or committee.

**2.F: HOUSE STAFF (PEDIATRIC RESIDENTS)**

**2.F.1. Qualifications:**

The House Staff (Pediatric Residents) shall consist of residents who are receiving training at ARMC because of an affiliation with the pediatric training program of the Medical College of GA (MCG).

**2.F.2. Prerogatives and Responsibilities:**

House Staff members:

- (a) shall not hold appointment to the medical staff; and
- (b) shall be permitted to exercise only those clinical functions set forth in training protocols developed by the MCG Resident Program Director and ARMC Pediatric Education Coordinator and which are approved by the ARMC Chairman of the Department of Medicine and with the concurrence of the ARMC MEC and Board of Governors;

**2.G: TELERADIOLOGY STAFF**

Teleradiology privileges are defined as privileges for the use of electronic communication or other communication technologies to provide or support clinical care at a distance. Teleradiology privileges shall include consulting or rendering a diagnosis to a patient using Teleradiology. Appointees to other classifications of the Medical Staff are not required to apply for Teleradiology privileges in order to use electronic communication or other communication technologies to provide or support clinical care at a distance.

2.G.1 Qualifications

Teleradiology staff shall consist of those practitioners who satisfy the qualifications and conditions for appointment to the Medical Staff contained in the Credentialing Policy.

2.G.2 Perogatives and Responsibilities:

Members of the Teleradiology staff shall:

- (a) be responsible for providing services by teleradiology at the request of a radiologist appointee of the medical staff; and
- (b) not assume the functions and responsibilities of appointees of other classifications;
- (c) not be entitled to admit patients
- (d) not be entitled to vote at Medical Staff or department meetings and not be eligible to hold office
- (e) shall cooperate in the peer review and performance improvement process

## ARTICLE 3

### OFFICERS

#### 3.A: DESIGNATION

The officers of the Medical Staff shall be:

- (1) Chief of Staff;
- (2) Chief of Staff-Elect; and
- (3) Secretary-Treasurer.

#### 3.B: ELIGIBILITY CRITERIA

Only those members of the Active Staff who satisfy the following criteria initially and continuously shall be eligible to serve as an officer of the Medical Staff. They must:

- (1) be appointed in good standing to the Active Staff and have served on the Active Staff for at least one year;
- (2) have no pending adverse recommendations concerning medical staff appointment or clinical privileges;
- (3) not presently be serving as a medical staff officer, Board member or department chairperson at any other hospital and shall not so serve during their term of office;
- (4) be willing to faithfully discharge the duties and responsibilities of the position;
- (5) have experience in a leadership position, or other involvement in performance improvement functions for at least two years;
- (6) attend continuing education relating to medical staff leadership and/or credentialing functions prior to or during the term of the office; and

- (7) have demonstrated an ability to work well with others.

### 3.C: DUTIES

#### 3.C.1. Chief of Staff:

The Chief of Staff shall:

- (a) represent and communicate the views, policies and needs, and report on the activities, of the Medical Staff to the Chief Executive Officer and the Board;
- (b) act in coordination and cooperation with medical center management in matters of mutual concern involving the care of patients in the Medical Center;
- (c) call, preside at, and be responsible for the agenda of all meetings of the Medical Staff and the Medical Executive Committee;
- (d) except as otherwise provided, and in consultation with the Medical Executive Committee, appoint chairpersons and members to all committees;
- (e) serve as chairperson of the Medical Executive Committee (with vote, as necessary) and be a member of all other medical staff committees, *ex officio*, without vote;
- (f) promote adherence to the Bylaws, policies, rules and regulations of the Medical Staff and to the policies and procedures of the Medical Center;
- (g) recommend medical staff representatives to committees of the Medical Center; and
- (h) perform all functions authorized in all applicable policies.

3.C.2. Chief of Staff-Elect:

The Chief of Staff-Elect shall:

- (a) assume all duties of the Chief of Staff and act with full authority as Chief of Staff in his or her absence;
- (b) serve on the Medical Executive Committee;
- (c) serve as chairperson of the Quality Improvement Committee;
- (d) assume all such additional duties as are assigned by the Chief of Staff or the Medical Executive Committee; and
- (e) become Chief of Staff upon completion of his or her term.

3.C.3. Secretary-Treasurer:

The Secretary-Treasurer shall:

- (a) be responsible for providing notices as specified in these Bylaws;
- (b) serve on the Medical Executive Committee;
- (c) serve as chairperson of the Medical Peer Review Committee; and
- (d) be responsible for the collection of, accounting for, and disbursements of any funds collected, donated, or otherwise assessed and present in the Medical Staff Fund and report to the Medical Staff.

3.D: NOMINATIONS AND ELECTIONS

3.D.1. Nominating Committee:

The Chief of Staff shall appoint a Nominating Committee consisting of five members of the Active Staff.

3.D.2. Nominating Process:

- (a) The Nominating Committee shall meet prior to the annual meeting to consider nominees for the medical staff positions and at-large positions on the Medical Executive Committee that are open.
- (b) The Nominating Committee shall contact all potential nominees, advise them of the obligations of the office for which they are being considered, and inquire about their willingness to serve. The Nominating Committee shall also consider whether potential nominees satisfy the qualifications set forth in Section 3.B of these Bylaws. Only individuals who satisfy these qualifications shall be included on the slate of nominees. The Nominating Committee shall submit the names of the nominees to the Secretary-Treasurer.
- (c) At least eight weeks prior to the election, the Medical Staff shall be provided with a list of the nominees and the offices for which they have been nominated.
- (d) No later than five weeks prior to the election, a petition signed by at least 10% of the members of the Active Staff may be submitted to the Secretary-Treasurer naming a qualified member of the Medical Staff for inclusion on the ballot. The Secretary-Treasurer shall deliver a copy of the petition to the Nominating Committee.
- (e) The Nominating Committee shall contact any individual identified on the petition to discuss the obligations of the office and ascertain his or her willingness to serve. The Nominating Committee will also determine whether such individual satisfies the qualifications for office as set forth in Section 3.B of these Bylaws.

- (f) At least two weeks prior to the election, the Nominating Committee shall prepare a final ballot, a copy of which will be provided to all voting members of the Medical Staff. Nominations from the floor shall not be accepted.

3.D.3. Election:

- (a) The election shall be by ballot. Candidates receiving a majority of the votes cast shall be elected, subject to Board confirmation.
- (b) If no candidate receives a simple majority vote on the first ballot, a runoff election shall be held promptly between the two candidates receiving the highest number of votes.

3.D.4. Term of Office:

The officers of the Medical Staff shall take office on the first day of the calendar year and serve a single two-year term.

3.E: VACANCIES AND REMOVAL

3.E.1. Vacancies in Office:

A vacancy in the office of Chief of Staff shall be filled by the Chief of Staff-Elect, who shall serve until the end of the Chief's unexpired term. In the event there is a vacancy in another office, the Medical Executive Committee, at its discretion, shall appoint an individual to fill the office for the remainder of the term or until a special election can be held. The prior Nominating Committee shall nominate candidates and the nomination and election process set forth above will then be followed.

3.E.2. Removal from Office:

- (a) An elected officer may be removed by a two-thirds vote of the Medical Staff or the Medical Executive Committee for:
  - (1) failure to comply with applicable policies, Bylaws, or rules and regulations;
  - (2) failure to perform the duties of the position held;
  - (3) conduct detrimental to the interests of the Medical Center and/or the Medical Staff;
  - (4) an infirmity that renders the individual incapable of fulfilling the duties of that office; or
  - (5) failure to continuously satisfy the criteria set forth in Section 3.B of these Bylaws.
- (b) At least 10 days prior to the initiation of any removal action, the individual shall be given special notice of the date of the meeting at which action is to be considered. The individual shall be afforded an opportunity to speak to the Medical Staff or the Medical Executive Committee prior to a vote on removal.
- (c) For the purposes of any meeting called to vote on the removal of an officer, no less than two-thirds of the members of the Medical Staff or the Medical Executive Committee must be present to constitute a quorum.
- (d) Removal proceedings shall be effective when approved by a majority of the Board.

ARTICLE 4  
CLINICAL STAFF DEPARTMENTS

4.A: ORGANIZATION

4.A.1. Organization of Departments:

The Medical Staff shall be organized into the departments (and sections) as listed in the Organization and Functions Manual. The Medical Executive Committee may, subject to final Board approval, create new departments, eliminate departments, create or dissolve sections within departments, or otherwise reorganize the department structure.

4.A.2. Assignment to Departments:

- (a) Upon initial appointment to the Medical Staff, each member shall be assigned to a clinical department. Assignment to a particular department does not preclude an individual from seeking and being granted clinical privileges typically associated with another department.
- (b) An individual may seek status as a member of two departments if by education, training, and experience his or her practice is divided among the two departments. The decision to grant dual department status shall be considered by the Medical Executive Committee with a final decision made by the Board.
- (c) A change in department assignment may occur to reflect a change in an individual's clinical practice.

4.A.3. Functions of Departments:

The departments shall be organized for the purpose of implementing processes to monitor and evaluate the quality and appropriateness of the care of patients served by the departments and to monitor the practice of all those with clinical privileges in a given department.

4.B: DEPARTMENT CHAIRPERSONS

4.B.1. Qualifications of Department Chairpersons:

- (a) Each department shall have a chairperson and vice chairperson.
- (b) Each department chairperson and vice chairperson shall:
  - (1) be certified by an appropriate specialty board; and
  - (2) satisfy the eligibility criteria in Section 3.B.

4.B.2. Nomination and Election:

- (a) Except as may otherwise be provided by contract, each department shall have a nominating committee appointed by the current department chairperson and the Chief of Staff.
- (b) The department nominating committee shall meet to consider nominees for the department chairperson and vice chairperson. The department nominating committee shall contact potential nominees and advise them of the obligations of the office and inquire about their willingness to serve. The department nominating committee shall also consider whether potential nominees satisfy the qualifications set forth in Section 3.B of these Bylaws. Only individuals who satisfy these qualifications shall be included on the slate of nominees.

- (c) At least six weeks prior to the election, the members of the department shall be provided with a list of the nominees for department chairperson and vice chairperson.
- (d) No later than three weeks prior to the election, a petition signed by at least 10% of the voting members of the department, naming a qualified member of the department for inclusion on the ballot, may be submitted to the department nominating committee. The department nominating committee shall contact any individual identified on the petition to discuss the obligations of the office and ascertain his or her willingness to serve. The department nominating committee will also determine whether such individual satisfies the qualifications for office as set forth in Section 3.B of these Bylaws.
- (e) At least two weeks prior to the election, the department nominating committee shall prepare a final ballot, a copy of which will be provided to all voting members of the department. Nominations from the floor shall not be accepted.
- (f) The election shall be by ballot. Candidates receiving a majority of the votes cast shall be elected, subject to Board confirmation. If no candidate receives a simple majority vote on the first ballot, a runoff election shall be held promptly between the two candidates receiving the highest number of votes.

4.B.3. Terms of Office:

Department chairpersons and vice chairpersons shall serve a two-year term of office and may serve up to two additional consecutive two-year terms if so elected.

4.B.4. Duties of Department Chairpersons:

Each department chairperson shall be accountable for the following:

- (a) all clinically related activities of the department;
- (b) all administratively related activities of the department, including serving as chairperson of all meetings of the department;
- (c) continuing surveillance of the professional performance of all individuals in the department who have delineated clinical privileges;
- (d) recommending criteria for clinical privileges that are relevant to the care provided in the department;
- (e) evaluating requests for clinical privileges for each member of the department;
- (f) assessing and recommending off-site sources for needed patient care services not provided by the department or the Medical Center;
- (g) integrating the department into the primary functions of the Medical Center;
- (h) coordinating and integrating interdepartmental and intradepartmental services;
- (i) recommending the development and implementation of policies and procedures that guide and support the provision of services within the department;
- (j) recommending a sufficient number of qualified and competent persons to provide care or service;
- (k) recommending the qualifications and competence of department personnel who provide patient care services within the department;
- (l) continuous assessment and improvement of the quality of care and services provided;

- (m) overseeing quality monitoring programs, as appropriate;
- (n) overseeing orientation and continuing education of all persons in the department;
- (o) recommending space and other resources needed by the department; and
- (p) performing all functions authorized in the Credentialing Policy.

4.B.5. Duties of Department Vice Chairpersons:

Each department vice chairperson shall:

- (a) assist the department chairperson with departmental responsibilities as requested; and
- (b) in the temporary absence of the department chairperson, have the authority and assume the duties of the chairperson.

4.B.6. Removal of Department Chairperson or Vice Chairperson:

- (a) Any department chairperson or vice chairperson may be removed by a two-thirds vote of the department or the Medical Executive Committee for:
  - (1) failure to comply with applicable policies, Bylaws, or rules and regulations;
  - (2) failure to perform the duties of the position held;
  - (3) conduct detrimental to the interests of the Medical Center and/or its Medical Staff;
  - (4) an infirmity that renders the individual incapable of fulfilling the duties of that office; or

- (5) failure to continuously satisfy the criteria set forth in Section 3.B of these Bylaws.
- (b) At least 10 days prior to the initiation of any removal action, the individual shall be given written notice of the date of the meeting at which such action shall be taken. The individual shall be afforded an opportunity to speak to the department or the Medical Executive Committee, as applicable, prior to a vote on removal.
- (c) For the purposes of any meeting called to vote on the removal of a department chairperson or vice chairperson, no less than two-thirds of the voting members of the department or the Medical Executive Committee must be present to constitute a quorum.
- (d) Removal proceedings shall be effective when approved by the Board.

#### 4.C: SECTIONS

##### 4.C.1. Functions of Sections:

- (a) Sections should engage in the following activities:
  - (1) continuing education;
  - (2) discussion and development of policies relevant to the section;
  - (3) discussion of equipment needs;
  - (4) development of recommendations to the department chairperson or the Medical Executive Committee;
  - (5) participation in the development of criteria for clinical privileges (when requested by the department chairperson);  
and
  - (6) discussion of a specific issue at the request of a department chairperson or the Medical Executive Committee.

- (b) Minutes will be recorded at all section meetings and presented to the appropriate department meeting.
- (c) Sections shall not be required to hold any specific number of regularly scheduled meetings.

4.C.2. Qualifications and Election of Section Chiefs:

- (a) Section chiefs shall meet the same qualifications, and shall be subject to the same removal provisions, as department chairpersons.
- (b) Each section shall be responsible for the election of a chief.

4.C.3. Rights and Duties of Section Chiefs:

- (a) Section chiefs shall work in collaboration and cooperation with their department chairperson and shall report to the department chairperson on recommendations made by the section.
- (b) Section chiefs may be asked to assist their department chairperson in carrying out the following duties:
  - (1) reviewing and reporting on applications for initial appointment and clinical privileges, including interviewing applicants;
  - (2) reviewing and reporting on applications for reappointment and renewal of clinical privileges;
  - (3) evaluating individuals during the provisional period;
  - (4) participating in the development of criteria for clinical privileges;
  - (5) reviewing and reporting on the professional performance of individuals practicing within the section; and
  - (6) participating in the quality assurance/improvement functions.



## ARTICLE 5

### MEDICAL STAFF COMMITTEES AND PERFORMANCE IMPROVEMENT FUNCTIONS

#### 5.A: APPOINTMENT

- (1) All committee chairpersons and medical staff committee members shall be appointed by the Chief of Staff, in consultation with the Medical Executive Committee. Committee chairpersons shall be selected based on the criteria set forth in Section 3.B of these Bylaws.
- (2) Except as otherwise provided, committee chairpersons and members shall be appointed for an initial term of one year, but may be reappointed for additional terms.
- (3) The Chief of Staff and the Chief Executive Officer shall be members, *ex officio*, without vote, on all committees.

#### 5.B: MEDICAL EXECUTIVE COMMITTEE

##### 5.B.1. Composition:

- (a) The Medical Executive Committee shall include officers of the Medical Staff and the chairperson and vice chairperson of each department.
- (b) There shall be four at-large members, two from department of surgery and two from department of medicine and four alternates, two from department of surgery and two from department of medicine (who will attend in the absence of an at-large member) These at large members and alternates will be elected by their respective departments during the annual meeting on odd years to serve on the Medical Executive

Committee, no two of whom may be from the same group. The initial term of office for at-large members and alternates is two years. Individuals may serve additional terms if so elected by their respective departments.

- (c) The chairperson of the Credentials Committee and the Chief Executive Officer shall serve as *ex officio* members of the Medical Executive Committee, without vote.
- (d) The Chief of Staff shall be chairperson of the Medical Executive Committee.
- (e) MEC members may not concurrently serve as a medical officer, Board member or department chairperson at any other hospital and shall not so  
serve during their term of office.
- (f) MEC members may not concurrently serve on the Board of Governors at Aiken Regional Medical Centers.

#### 5.B.2. Duties:

The Medical Executive Committee is delegated the primary authority over activities related to the functions of the Medical Staff and performance improvement activities regarding the professional services provided by individuals with clinical privileges. The Medical Executive Committee is responsible for the following:

- (a) acting on behalf of the Medical Staff in the intervals between medical staff meetings (the officers are empowered to act in urgent situations between Medical Executive Committee meetings);
- (b) recommending directly to the Board on at least the following:
  - (1) the Medical Staff's structure;

- (2) the mechanism used to review credentials and to delineate individual clinical privileges;
  - (3) recommendations of individuals for medical staff appointment;
  - (4) recommendations for delineated clinical privileges for each eligible individual;
  - (5) participation of the Medical Staff in Medical Center performance improvement activities;
  - (6) the mechanism by which medical staff appointment may be terminated; and
  - (7) hearing procedures;
- (c) consulting with Administration on quality-related aspects of contracts for patient care services with entities outside the Medical Center;
  - (d) receiving and acting on reports and recommendations from medical staff committees, departments, and other groups as appropriate;
  - (e) reviewing, at least every three years, the Bylaws, policies, rules and regulations, and associated documents of the Medical Staff and recommending such changes as may be necessary or desirable;
  - (f) performing such other functions as are assigned to it by these Bylaws or other applicable policies;
  - (g) recommending clinical services, if any, to be provided by telemedicine; and
  - (h) meeting with individual members of the Medical Staff to address matters of concern, when there has been a written request to meet and it is reasonable to do so.

- (i) to implement policies of the medical staff not otherwise delegated to the departments.

5.B.3. Meetings:

The Medical Executive Committee shall meet at least quarterly to fulfill its responsibilities and shall maintain a permanent record of its proceedings and actions.

5.C: PERFORMANCE AND PROCESS IMPROVEMENT FUNCTIONS

- (1) The Medical Staff shall engage in performance improvement functions for the purpose of improving the care provided at the Medical Center. These functions shall be performed by such committees and/or individuals as may be designated by the Medical Executive Committee in consultation with the Chief Executive Officer. When the performance of a process is dependent primarily on the activities of individuals with clinical privileges, the Medical Staff shall provide leadership for and participate in process measurement, assessment, and improvement, including, but not limited to:
  - (a) medical assessment and treatment of patients;
  - (b) use of medications;
  - (c) use of blood and blood components;
  - (d) use of operative and other procedures;
  - (e) efficiency of clinical practice patterns; and
  - (f) significant departures from established patterns of clinical practice.

- (2) A description of the committees that carry out systematic monitoring and performance improvement functions, including their composition, duties, and reporting requirements, is contained in the Organization and Functions Manual.
- (3) The Medical Staff shall also participate in the measurement, assessment, and improvement of other patient care processes. These include, though are not limited to:
  - (a) education of patients and families;
  - (b) coordination of care with other practitioners and Medical Center personnel, as relevant to the care of an individual patient; and
  - (c) accurate, timely, and legible completion of patients' medical records.

5.D: CREATION OF STANDING COMMITTEES AND SPECIAL TASK FORCES

- (1) In accordance with the amendment provisions in the Organization and Functions Manual, the Medical Executive Committee may, by resolution and upon approval of the Board and without amendment of these Bylaws, establish additional committees to perform one or more staff functions. In the same manner, the Medical Executive Committee may dissolve or rearrange committee structure, duties, or composition as needed to better accomplish any functions or responsibilities of the Medical Staff.
- (2) Special task forces shall be created and their members and chairpersons shall be appointed by the Chief of Staff. Such task

forces shall confine their activities to the purpose for which they were appointed and shall report to the Medical Executive Committee.

- (3) Any function required to be performed by these Bylaws which is not assigned to an individual, a standing committee, or a special task force shall be performed by the Medical Executive Committee.

ARTICLE 6  
MEETINGS

6.A: GENERAL

6.A.1. Medical Staff Year:

For the purpose of these Bylaws, the medical staff year commences on the first day of January and ends on the 31st day of December each year.

6.A.2. Meetings:

- (a) The Medical Staff shall meet at least annually. The annual meeting of the Medical Staff shall be the November meeting. At this meeting, reports from officers, departments, and committees shall be presented. Officers and at-large members of the Medical Executive Committee shall be elected, as necessary.
- (b) Departments shall meet at least three times a year. Each department shall maintain a permanent record of its findings, proceedings and actions and submit the same to the Medical Executive Committee.
- (c) Committees shall meet as set forth in these Bylaws or in the Organization and Functions Manual. Each committee shall maintain a permanent record of its findings, proceedings and actions and submit the same to the Medical Executive Committee.

6.A.3. Notice of Regular Meetings:

- (a) At the beginning of each medical staff year, the Chief of Staff shall schedule all regular meetings of the Medical Staff. Notice of this

- meeting schedule shall be provided to all members of the Medical Staff. The notice shall state the date, time, and place of the meetings.
- (b) At the beginning of each medical staff year, the chairperson of each department and each committee shall schedule all regular meetings. Notice of these meetings shall be provided to all members of the departments and committees. The notice shall state the date, time, and place of the meetings.
  - (c) The attendance of any individual at any meeting shall constitute a waiver of that individual's notice of the meeting.

6.A.4. Special Meetings:

- (a) Special meetings of the Medical Staff may be called at the request of the Chief of Staff, the Medical Executive Committee, or the chairperson of the Board or by a petition signed by at least 20% of the voting members of the Medical Staff.
- (b) A special meeting of any department or committee may be called by or at the request of the relevant chairperson or the Chief of Staff or by a petition signed by at least 20% of the voting members of the department or committee.
- (c) When a special meeting of the Medical Staff, department or committee is called, notice shall be provided at least seven days in advance of the meeting.
- (d) No business shall be transacted at any special meeting except that stated in the meeting notice.

6.A.5. Quorum:

- (a) Except as otherwise provided in these Bylaws, for any regular or special meeting of a department or committee, those present shall constitute a quorum.
- (b) For meetings of the Medical Staff, the presence of at least 50% of the voting members (excluding those who are excused) shall constitute a quorum.
- (c) For meetings of the Medical Executive Committee, the presence of at least two-thirds of the committee members shall constitute a quorum.
- (d) Once a quorum is established, the business of the meeting may continue and all actions taken shall be binding.

6.A.6. Voting:

- (a) Any individual who, by virtue of position, attends a meeting in more than one capacity shall be entitled to only one vote.
- (b) Recommendations and actions of the Medical Staff, departments and committees shall be by consensus. Except as otherwise provided in these Bylaws, in the event it is necessary to vote on an issue, the issue will be determined by a majority vote of those individuals present and eligible to vote.
- (c) On any issue, any voting member of the Medical Staff, department or committee may request that a vote be by written secret ballot.

6.A.7. Agenda:

- (a) The Chief of Staff shall set the agenda for the annual and special meetings of the Medical Staff.
- (b) The chairperson of each department and committee shall set the agenda for all general and special meetings of the respective department and committee.

6.A.8. Rules of Order:

Wherever they do not conflict with these Bylaws, the currently revised Robert=s Rules of Order shall govern all meetings and elections.

6.A.9. Minutes:

- (a) Minutes of all medical staff, department, committee, and section meetings shall be prepared and shall include a record of the attendance of members and the recommendations made. The minutes shall be authenticated by the presiding officer.
- (b) Minutes of department and committee meetings shall be forwarded to the Medical Executive Committee. Minutes of the section meetings shall be forwarded to the appropriate department.
- (c) The Chief Executive Officer shall receive a copy of all minutes and reports of the Medical Staff, departments and committees. The Board shall be kept apprised of the recommendations of the Medical Staff.
- (d) A permanent file of the minutes of all meetings shall be maintained by the Medical Center.

6.A.10. Attendance:

- (a) Members of the Medical Staff are encouraged to attend all staff meetings and meetings of the departments and committees of which they are members.
- (b) A member of a committee who is unable to be present for a meeting may request to attend such meeting via conference call, and such request will be honored when feasible.

## ARTICLE 7

MISCELLANEOUS7.A: CONFIDENTIALITY

Consistent with South Carolina law (S.C. Code Ann. ' ' 40-71-20), members of the Medical Staff who have access to credentialing, peer review, performance improvement, and/or other quality assessment information agree to maintain the confidentiality of this information. Credentialing and peer review documents, and information contained in such, must not be disclosed to any individual not involved in the credentialing or peer review processes. A breach of confidentiality may result in the imposition of disciplinary action.

7.B: CONFLICT OF INTEREST

- (1) When performing a function outlined in these Bylaws, the Credentialing Policy or the Organization and Functions Manual, if any medical staff member has or reasonably could be perceived as having a conflict of interest or a bias in any matter involving another individual relating to the function being performed, the individual with a conflict shall not participate in the discussion or voting on the matter. The individual with the potential conflict or bias may be asked, and may answer, any questions concerning the matter but shall then be excused from the meeting.
- (2) The existence of a potential conflict of interest or bias on the part of any member may be called to the attention of the Chief of Staff or

applicable committee or department chairperson by any other member with knowledge of it.

#### 7.C: INDEMNIFICATION

All medical staff officers, department chairpersons, committee chairpersons, committee members, and individual staff members who act for and on behalf of the Medical Center in discharging their responsibilities and professional review activities pursuant to these Bylaws and other policies and procedures of the Medical Staff or Medical Center shall be indemnified, to the fullest extent permitted by law.

#### 7.D: RULES AND REGULATIONS OF THE MEDICAL STAFF

- (1) Medical staff rules and regulations, as may be necessary to implement more specifically the general principles of conduct found in these Bylaws, shall be adopted. Rules and regulations shall set standards of practice that are to be required of each individual exercising clinical privileges. Rules and regulations shall have the same force and effect as the Bylaws.
- (2) Rules and regulations may be adopted, amended, repealed, or added by the Medical Executive Committee at a regular or special meeting.
- (3) In order to be adopted, the proposed amendment must receive a majority of the votes cast by the voting members of the Medical Executive Committee.
- (4) Adoption of and changes to the rules and regulations shall become effective only when approved by the Board.
- (5) The present rules and regulations of the Medical Staff are hereby readopted and placed into effect insofar as they are consistent with

these Bylaws, until such time as they are amended in accordance with the

terms of these Bylaws. To the extent they are inconsistent, they are of no force and effect.

ARTICLE 8  
AMENDMENTS

- (a) All proposed amendments to the Bylaws must be reviewed by the Medical Executive Committee prior to a vote by the Medical Staff. The Medical Executive Committee shall provide notice by reporting on the proposed amendments either favorably or unfavorably at the next regular meeting of the Medical Staff or at a special meeting called for such purpose. The proposed amendments may be voted upon at any meeting if notice has been provided at least 14 days prior to the meeting. To be adopted, the amendment must receive a majority of the votes cast by the voting staff at the meeting.
- (b) The Medical Executive Committee shall have the power to adopt such amendments to these Bylaws that are needed because of reorganization, renumbering, or punctuation, spelling or other errors of grammar or expression.
- (c) All amendments shall be effective only after approval by the Board.

ARTICLE 9

ADOPTION

These Bylaws are adopted and made effective upon approval of the Board, superseding and replacing any and all previous medical staff Bylaws, rules and regulations, policies or manuals or Medical Center policies pertaining to the subject matter thereof.

Adopted by the Medical Staff on: November 2007

Approved by the Board: November 2007